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23382-A
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TS
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

October 10, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Notice of Renumbering, dated as of September 1, 2001 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Memorandum of Locomotive Lease Agreement which was previously filed with the Board under Recordation Number 23382.

The name and address of the party to the enclosed document are:

Lessee: Railcar, Ltd.
1819 Peach tree Rd. N.E.
Suite 425
Atlanta, GA 30309-1847

[Lessor: Grand Trunk Western Railroad
Incorporated
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9]

A description of the railroad equipment covered by the enclosed document is:

35 locomotives within the series RMPX 6406 - RMPX 6424 (formerly marked GTW) and RMPX 9404 - RMPX 9661 (formerly marked CN)

Mr. Vernon A. Williams
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Page Two

A short summary of the document to appear in the index follows:

Notice of Re-numbering

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Alvord', written in black ink.

Robert W. Alvord

RWA/anm
Enclosures

NOTICE OF RENUMBERING

of Leased Locomotives

WHEREAS, Grand Trunk Western Railroad Incorporated as lessor and Railcar, Ltd. as lessee ("Railcar") entered into a Locomotive Lease Agreement dated as of December 1, 1999 ("Lease") covering 35 EMD GP40-2 diesel-electric locomotives;

WHEREAS, the following registrations were made in respect of the Lease:

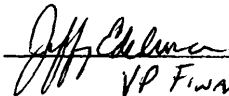
- 1) A Memorandum of Locomotive Lease Agreement was filed at the Surface Transportation Board, in accordance with 49 U.S.C. Section 11301, on February 22, 2001 at 9:22 A.M. and assigned recordation number 23382; and
- 2) A Summary of Locomotive Lease Agreement was deposited at the Office of the Registrar General of Canada, pursuant to Section 105 of the Canada Transportation Act, on February 19, 2001 at 1:32 P.M.

NOW THEREFORE, TAKE NOTICE THAT a) pursuant to the terms of said Lease, Railcar has renumbered, or will renumber, certain of the locomotives subject to the Lease, as set forth on Schedule A attached hereto and made a part hereof, and b) Railcar shall cause this Notice of Renumbering to be filed at x) the Surface Transportation Board and y) the Office of the Registrar General of Canada.

IN WITNESS WHEREOF, this Notice of Renumbering has been executed, by an authorized signatory of Railcar, as of the 1st day of September, 2001.

RAILCAR, LTD.,
as lessee

By:
Its:


VP FINANCE

GTW File Reference: CA 8279

RECORDED 23382-A

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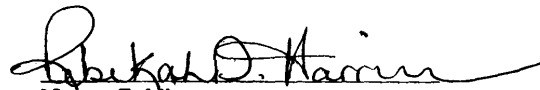
SURFACE TRANSPORTATION BOARD

Schedule A to Notice of Renumbering

<u>Original Mark and Number</u>	<u>New Mark and Number</u>
GTW 6406	RMPX 6406
GTW 6407	RMPX 6407
GTW 6408	RMPX 6408
GTW 6409	RMPX 6409
GTW 6410	RMPX 6410
GTW 6411	RMPX 6411
GTW 6412	RMPX 6412
GTW 6413	RMPX 6413
GTW 6415	RMPX 6415
GTW 6424	RMPX 6424
CN 9404	RMPX 9404
CN 9406	RMPX 9406
CN 9413	RMPX 9413
CN 9420	RMPX 9420
CN 9426	RMPX 9426
CN 9431	RMPX 9431
CN 9441	RMPX 9441
CN 9442	RMPX 9442
CN 9443	RMPX 9443
CN 9457	RMPX 9457
CN 9464	RMPX 9464
CN 9485	RMPX 9485
CN 9490	RMPX 9490
CN 9504	RMPX 9504
CN 9505	RMPX 9505
CN 9514	RMPX 9514
CN 9520	RMPX 9520
CN 9578	RMPX 9578
CN 9603	RMPX 9603
CN 9610	RMPX 9610
CN 9637	RMPX 9637
CN 9638	RMPX 9638
CN 9645	RMPX 9645
CN 9658	RMPX 9658
CN 9661	RMPX 9661

STATE OF GEORGIA)
) ss:
CITY / COUNTY OF Cobb)

On this 26th day of September, 2001, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public
My commission expires: 8/30/05

[Seal]